

THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold black lettering

\*Insert full name of Company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

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1781526	1
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Name of Company

CAMPAIGN FOR FREEDOM OF INFORMATION

I, MELVIN PEDRO
of Blackfriars House, 19 New Bridge Street,  
London EC4V 6BY

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am† a solicitor of the Supreme Court  
engaged in the formation of Campaign for freedom of information  
of\*

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with.  
 And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 81 Carter Lane  
London EC4

Signature of Declarant

the Fourteenth day of December  
One thousand nine hundred and eighty-three  
 before me M. J. Williams

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any):

Clifford-Turner,  
 Blackfriars House,  
 19 New Bridge Street,  
 London EC4V 6BY

Ref: SmacL/MP/L499/002

For official use

New companies section

Post room

NSC

8.12.83

THE COMPANIES ACTS 1948 - 1983

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

1781526

MEMORANDUM OF ASSOCIATION

- of -

CAMPAIGN FOR FREEDOM  
OF INFORMATION

1. The name of the Company is "CAMPAIGN FOR FREEDOM OF INFORMATION"
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To promote and undertake activities for the benefit of the community including activities designed to create or encourage greater freedom of information, access to information and disclosure of information by organisations in both the private and public sectors.
  - (B) For the furtherance of the aforesaid objects
    - (1) To buy, take leases of, accept licences or permissions to occupy, use, hold, furnish, equip, maintain, manage, direct the management of, sell, surrender, exchange, mortgage, charge, lease, dispose of or grant any right or interest, in, over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property, and upon any terms whatsoever.
    - (2) To build and maintain houses or other buildings and to alter any houses or buildings and to provide the same with light, drainage and all other necessities.
    - (3) To accept subscriptions, donations (whether of real or personal estate), devises, bequests, grants, loans and subsidies for all or any of the purposes aforesaid.
    - (4) To borrow or raise or secure the payment of money for the purposes of or in connection with the objects of the Company.



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- (5) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed necessary for the purposes of making known the activities of the Company and of procuring contributions in any form to the funds or property of the Company.
- (6) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed.
- (7) To found scholarships and exhibitions and to make grants and to give prizes.
- (8) To undertake and carry out the office or offices and duties of trustee, custodian trustee, executor, administrator, manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate.
- (9) To execute and undertake any trust or discretion, the undertaking of which may seem desirable, and the distribution amongst the beneficiaries or other person entitled thereto of any capital income or annuity, whether periodically or otherwise, and whether in money or specie in furtherance of any trust direction, discretion or other obligation or permission.
- (10) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the objects specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (11) To enter into contracts, agreements and arrangements with any other company.
- (12) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any activities which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of any of the Company's property or rights, or any property suitable for the purposes of the Company or to further the objects of the Company.

- (13) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (14) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (15) To enter into partnership or into any union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any body, carrying on or engaged in any business, project or transaction capable of being conducted so as directly or indirectly to further the objects of the Company.
- (16) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company.
- (17) Subject to as hereinafter provided to remunerate any member, director, officer or servant of the Company for any services rendered to the Company.
- (18) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (19) To adopt such means of making known the activities of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations
- (20) To give pensions to any person (including any Directors or former Directors) who may have served the Company or its predecessors in business or any subsidiary, allied or associated company or to the

wives, children or the dependents of such persons, and to make advance provision for the payment of such pensions.

- (21) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which is necessary, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (22) To establish, grant and take up agencies in any part of the world, and to do all such other things which shall be deemed necessary for the furtherance of the objects of the Company, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (23) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.

And it is hereby declared that the word "company" in this Clause shall be deemed to include any person partnership institution or other body of persons whether domiciled in the United Kingdom or elsewhere, and the word "person" shall be deemed to include any partnership or company and words denoting the singular number only shall include the plural number and vice versa.

- (24) To do all such other lawful things which shall be deemed necessary for the furtherance of the objects of the Company.

4. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this memorandum of association and no portion thereof shall be paid by way of dividend to the members of the Company.

PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant or agent of the Company, or to any member of the Company, in return for any services actually rendered to the Company nor prevent the payment of interest on money lent at such rate and on such terms that might be expected to be made in a dealing at arm's length between persons not connected with each other, nor prevent the payment of reasonable and proper rent for premises demised or let by any member of the Company

nor prevent the payment of reasonable out of pocket expenses for any member of the Company or any officer or servant or agent of the Company.

5. The liability of the members is limited. ✓

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the Company contracted before he ceases to be a member, and of costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some institution or institutions the objects of which are the provision of charity and anything incidental or conducive thereto to be similarly determined.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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JAMES PETERS CORNFORD  
The Brick House  
Wicken Bonhunt  
Saffron Walden  
Essex CB11 3UG

*J. P. Cornford* ✓

Director - The Nuffield Foundation

DES WILSON

46 Arundel Street  
Brighton  
Sussex

*Des Wilson* ✓

Company Director

NEIL SCOTT WISHART MCINTOSH  
8 Lupton Street  
London NW5 2HT

*Neil McIntosh* ✓

Company Director

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Dated this 29 day of November, 1983. ✓

Witness to the above Signatures:-

*S.E. Dibs* ✓  
SUSAN ELIZABETH DIBB  
25 BARNFIELD  
UPPER PARK RD  
LONDON N.W.3.

THE COMPANIES ACTS 1948-1983

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

CAMPAIGN FOR FREEDOM  
OF INFORMATION

INTERPRETATION

1. In these regulations:-

"the Acts" means the Companies Acts 1948-1983 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the company.

"executed" includes any mode of execution whether under seal or under hand.

"office" means the registered office of the company.

"the seal" means the common seal of the company.

"secretary" means any person appointed to perform the duties of the secretary of the company.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Acts but excluding any statutory modification thereof which is not in force when these regulations become binding on the company.

MEMBERS

2. The number of members with which the company proposes to be registered is 3, but the directors may from time to time register an increase in the number of members.

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for



membership in such form as the directors require executed by him.

4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

#### GENERAL MEETINGS

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The directors may call general meetings. If there are not within the United Kingdom sufficient directors to form a quorum, any director or any member of the company may call a general meeting.

#### NOTICE OF GENERAL MEETINGS

7. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice, and all other extraordinary general meetings shall be called by at least fourteen clear days' notice; but a general meeting may be called by shorter notice if it is so agreed:-

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together representing not less than 95 per cent. of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all the members and to the directors and auditors.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

10. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a

quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, one person entitled to be counted in a quorum present at the meeting shall be a quorum.

11. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, or if present is unwilling to act, the directors present shall elect one of their number to be chairman.

12. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

13. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

14. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give notice of an adjournment.

15. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Acts, a poll may be demanded -

(a) by the chairman; or

(b) by at least two members having the right to vote at the meeting; or

(c) by a member representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

16. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in

the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

17. The demand for a poll may, before the poll is taken, be withdrawn with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

18. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

20. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days from the conclusion of the meeting. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

21. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting in respect of which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

22. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it has been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. If the resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

#### VOTES OF MEMBERS

23. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

24. A member in respect of whom an order has been made by any competent court by reason of mental disorder may vote, whether on a show of hands or on a poll, by his receiver or

other person authorised in that behalf by that court who may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

25. Unless the directors otherwise determine, no member shall vote at any general meeting, either in person or by proxy, unless all moneys presently payable by him to the company have been paid.

26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

27. The instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the appointor. Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

28. The instrument appointing a proxy and any authority under which it is executed or a copy certified notarially or in some other way approved by the directors shall be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be invalid.

29. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### NUMBER OF DIRECTORS

30. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

#### ALTERNATE DIRECTORS

31. Any director (other than an alternate director) may appoint any other director, or any other person approved by the directors, to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director shall be entitled to receive notices of all meetings of directors, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence. An alternate director shall cease to be an alternate director if his appointor ceases to be a director. Every appointment and removal of an alternate director shall be in writing executed by the director making or revoking the appointment and (in the case of an appointment) by the person appointed and shall be deposited at the office.

32. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

#### POWERS OF DIRECTORS

33. Subject to the provisions of the Acts and the articles and to any directions given by special resolution, the directors may exercise all the powers of the company. No alteration of the articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made and that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

#### DELEGATION OF DIRECTORS' POWERS

34. The directors may delegate any of their powers -

- (a) to any managing director or any director holding any other executive office; and
- (b) to any committee consisting of one or more directors.

The delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and such powers may in like manner be revoked. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the

articles regulating the proceedings of directors so far as they apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

35. No person shall unless recommended by the directors, be appointed a director at any general meeting unless, not less than ten nor more than twenty-eight days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.

36. The company may by ordinary resolution appoint a person to be a director either to fill a vacancy or as an additional director.

37. The directors may appoint a person to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

38. The office of a director shall be vacated if -

(a) he ceases to be a director by virtue of any provision of the Acts or he becomes prohibited by law from being a director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) an order is made by a court of competent jurisdiction by reason of his mental disorder for his detention or for the appointment of any person to exercise powers with respect to his property or affairs; or

(d) not being a director who has agreed to serve as a director for a fixed term, he resigns his office by notice to the company; or

(e) he shall for more than six months have been absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) shall not during that period have attended any such meeting in his stead and the directors resolve that his office be vacated.

#### REMUNERATION OF DIRECTORS

39. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless

the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

#### DIRECTORS' EXPENSES

40. The directors shall be entitled to be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of debentures of the company or otherwise in connection with the discharge of their duties.

#### DIRECTORS' APPOINTMENTS AND INTERESTS

41. Subject to the provisions of the Acts, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall determine if he ceases to be a director.

42. Subject to the provisions of the Acts, a director may notwithstanding his office -

(a) be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested; and

(b) be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is interested.

43. Provided that, where it is necessary, he declares the nature of his interest at a meeting of directors as required by the Acts, a director shall not by reason of his office be accountable to the company for any benefit which he derives from any office or employment to which the articles allow him to be appointed or from any transaction or arrangement in which the articles allow him to be interested, and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

#### DIRECTORS' GRATUITIES AND PENSIONS

44. The company may provide benefits, whether by the payment of gratuities or pensions or otherwise, for any director who has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of

any such subsidiary, and to any member of his family or any person who is or was dependent on him, and may contribute to any fund and pay premiums for the purchase or provision of any such gratuity, pension or other benefit, or for the insurance of any such person.

#### PROCEEDINGS OF DIRECTORS

45. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

46. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. An alternate director who is not himself a director shall be counted in the quorum.

47. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies or of calling a general meeting.

48. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. The director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

49. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

50. A resolution in writing executed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.



51. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, a material interest or duty which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs -

(a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries;

(b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(c) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, a director shall be taken to have an interest which a person has who (for the purposes of Part IV of the 1980 Act) is connected with him.

52. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

53. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

54. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he has no material conflicting interest in the proposals other than that arising from his proposed appointment) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

55. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in

relation to any director other than himself shall be final and conclusive.

#### MINUTES

56. The directors shall cause minutes to be made in books kept for the purpose -

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of directors and of any committee of directors;
- (c) of all proceedings at meetings of the company and of the directors, and of committees of directors.

#### THE SEAL

57. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

#### ACCOUNTS

58. The accounting records of the company shall be open to the inspection of any officer of the company. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

#### NOTICES

59. Any notice to be given pursuant to the articles shall be in writing and the company may give any such notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.

60. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

61. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

62. A notice sent by the company by first class post shall be deemed to have been given on the day following that on which the envelope containing it is posted, and proof that the envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

JAMES PETERS CORNFORD  
The Brick House  
Wicken Bonhunt  
Saffron Walden  
Essex CB11 3UG

*J. P. Cornford*

Director - The Nuffield Foundation

DES WILSON  
46 Arundel Street  
Brighton  
Sussex

*Des Wilson*

Company Director

NEIL SCOTT WISHART McINTOSH  
8 Lupton Street  
London NW5 2HT

*Neil McIntosh*

Company Director

---

DATED the 29/11, 1983.

WITNESS to all the above Signatures

*S.E. Dobb*  
SUSAN ELIZABETH DOBB  
25 BARNFIELD  
UPPER PARK RD  
LONDON N.W.3.

## THE COMPANIES ACTS 1946 TO 1976

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold black letteringdelete if  
inappropriate

Company number

1781526

Name of Company

CAMPAIGN FOR FREEDOM OF INFORMATION

The intended situation of the registered office of the company  
on incorporation is as stated below2 NORTHDOWN STREET,  
LONDON N1 9BGIf the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below

X

CLIFFORD-TURNER, BLACKFRIARS HOUSE, 19 NEW BRIDGE STREET  
LONDON EC4V 6BYIf the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statementPresentor's name, address and  
reference (if any):Clifford-Turner,  
Blackfriars House,  
19 New Bridge Street,  
London EC4V 6BY

Ref: SmacL/MP/L499/002

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General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

### Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	DES WILSON	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)		Nationality	British
Address (note 4)	46 Arundel Street, Brighton, Sussex.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Shelter National Campaign for the Homeless Ltd.			
Friends of the Earth Limited			
Clear - the Campaign for lead-free air Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 24/11/83	

Name (note 2)	JAMES PETERS CORNFORD	Business occupation	DIRECTOR
Former name(s) (note 3)		Nationality	British
Address (note 4)	The Brick House, Wicken, Bonhunt, Saffron Walden, Essex. CB11 3UG	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Job Ownership Limited			
The National Institute of Social Work			
The Political Quarterly Publishing Co. Ltd.			
Royal Institute of Public Administration			
I hereby consent to act as director of the company named on page 1			
Signature J. P. Cornford		Date 29.11.83	

Name (note 2)	NEIL SCOTT WISHART McINTOSH	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	8 Lupton Street, London NW5 2HT	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
A.H. McIntosh & Co. (Int) Ltd.			
The Community Advisory Group, The Community Rights Project Limited, Moonlighter Productions Ltd. Retired Executives Action Clearing House, Shelter, National Campaign for the Homeless Ltd. Stonham Housing Association Ltd.			
I hereby consent to act as director of the company named on page 1			
Signature Neil McIntosh		Date 30.11.83	

The name(s) and particulars of the person who is, or the persons who are,  
to be the first director or directors of the company are as follows:

Name (note 2)	DES WILSON	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)		Nationality	British
Address (note 4)	46 Arundel Street, Brighton, Sussex.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Shelter National Campaign for the Homeless Ltd.			
Friends of the Earth Limited			
Clear - the Campaign for lead-free air Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 26/11/83	

Name (note 2)	JAMES PETERS CORNFORD	Business occupation	DIRECTOR
Former name(s) (note 3)		Nationality	British
Address (note 4)	The Brick House, Wicken, Bonhunt, Saffron Walden, Essex. CB11 3UG	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Job Ownership Limited			
The National Institute of Social Work			
The Political Quarterly Publishing Co. Ltd.			
Royal Institute of Public Administration			
I hereby consent to act as director of the company named on page 1			
Signature J. P. Cornford		Date 29.11.83	

Name (note 2)	NEIL SCOTT WISHART McINTOSH	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	8 Lupton Street, London NW5 2HT	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
A.H. McIntosh & Co. (Int) Ltd.			
The Community Advisory Group, The Community Rights Project Limited, Moonlighter Productions Ltd. Retired Executives Action Clearing House, Shelter, National Campaign for the Homeless Ltd. Stonham Housing Association Ltd.			
I hereby consent to act as director of the company named on page 1			
Signature Neil McIntosh		Date 30.11.83.	

Please do not  
write in this  
binding margin

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

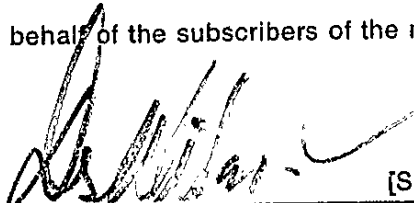
Name (notes 2 & 7)	NEIL SCOTT WISHART McINTOSH
Former name(s) (note 3)	
Address (notes 4 & 7)	8 Lupton Street, London NW5 2HT
I hereby consent to act as secretary of the company named on page 1	
Signature	Neil McIntosh
Date	28.11.83

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	

\* as required by  
section 21(3) or  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature		[Subscriber] [Agent]†	Date	28/11/83
				X
Signature	Neil McIntosh	[Subscriber] [Agent]†	Date	28/11/83
				X
Signature	J. P. Cunningham		Date	29.11.83



# Declaration on application for the registration of a company exempt from the requirement to use the word "limited".

Pursuant to section 25 (4)(a) of the Companies Act 1981

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold black lettering.

## Note

This declaration should accompany the application for the registration of the company.

Insert full name of company

Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

For official use

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Company number

1781526/5
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Name of Company

CAMPAIGN FOR FREEDOM OF INFORMATION

I, MELVIN PEDRO

of Blackfriars House, 19 New Bridge Street,  
London EC4V 6BY

being a solicitor of the Supreme Court engaged in the formation

of Campaign for freedom of information

do solemnly and sincerely declare that the company is a company to which section 25 of the Companies Act 1981 applies.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

81 Carter Lane  
London EC4

Signature of Declarant

the twenty fourth day of November

One thousand nine hundred and eighty three

before me M. J. P. S.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presenter's name, address and reference (if any):

Clifford-Turner,  
Blackfriars House,  
19 New Bridge Street,  
London EC4V 6BY

Ref: SmacL/MP/L499/002

For official use  
New companies section

Post room



# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1781526

I hereby certify that

CAMPAIGN FOR FREEDOM OF INFORMATION

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

30TH DECEMBER 1983

*D. G. Blackstock*

D. G. BLACKSTOCK

an authorised officer